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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

GTECH CORPORATION,

Plaintiffs,

v.

SCIENTIFIC GAMES INTERNATIONAL, INC.,
SCIENTIFIC GAMES HOLDINGS
CORPORATION, SCIENTIFIC GAMES
FINANCE CORPORATION, and SCIENTIFIC
GAMES CORPORATION,

Defendants.

Civil Action No. 04-138-JJF

~~Confidential~~

~~Outside Counsel's Eyes Only~~

DECLARATION OF RICHARD ZIMMER

1. I am currently employed as a production manager at GTECH Corporation ("GTECH"). I was employed as production manager and warehouse manager at Interlott Technologies Inc. ("Interlott") from approximately 1998 until Interlott merged with GTECH corporation at the end of 2003, at which time I joined GTECH.
2. Instant Ticket Vending Machines (ITVMs) were produced at Interlott's Mason, Ohio facility ("Mason") until it merged with GTECH. GTECH continued to manufacture machines at Mason until August 2004. Since the beginning of 2002, the models of ITVMs produced at Mason were the TTS, the EDS, and the EDS-Q, wall-mounted CDS, as well as OnPoint ITR-8500s. The TTS, EDS, and EDS-Q machines manufactured by Interlott included push-buttons that allowed a sample ticket to be inserted for display, but

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did not show strips of live instant tickets through a transparent window. I am familiar with the manufacturing process used for ITVMs at Mason during this time period.

3. GTECH began producing ITVMs in its West Greenwich, Rhode Island facility in July of 2004. The models of ITVMs produced by GTECH in Rhode Island are/were the TTS, the EDS-Q, CDS, and the GamePoint. The TTS, EDS-Q, and GamePoint machines manufactured by GTECH all included push-buttons that allowed a sample ticket to be inserted for display but did not show strips of live instant tickets through transparent windows. I am familiar with the manufacturing process used for ITVMs at GTECH during this time period.
4. The manufacturing process for TTS model ITVMs produced at Mason since at least 2000 included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. To the best of my knowledge, all TTS model ITVMs produced at Mason since at least the beginning of 2000 were so marked. I am unaware of any TTS model ITVM produced at Mason since at least the beginning of 2002 that was not so marked. The marking plate for the TTS model ITVM was affixed inside the upper front door of the machine, and is visible when the door is opened to load tickets into the machine. A copy of a photograph of a TTS machine assembled at Mason is attached to Brian J. Roberts Declaration as Exhibit C. A copy of a photograph of the patent marking plate on the example TTS machine is attached to Brian J. Roberts Declaration as Exhibit D. An example Bill of Materials for a TTS machine which includes an entry for the patent label is attached to Brian J. Roberts Declaration as Exhibit E. Also attached as Exhibit F to Brian J. Roberts Declaration are copies of photographs of an earlier Interlott TTS vending machine and its patent marking label.

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5. The manufacturing process for EDS model ITVMs produced at Mason since at least the beginning 2002 included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. To the best of my knowledge, all EDS model ITVMs produced at Mason since at least the beginning of 2002 were so marked. I am unaware of any EDS model ITVM produced at Mason since at least the beginning of 2002 that was not so marked. The marking plate for the EDS model ITVM was affixed inside the upper front door of the machine, and is visible when the door is opened to load tickets into the machine. A copy of a photograph of an EDS machine assembled at Mason is attached to Brian J. Roberts Declaration as Exhibit G. A copy of a photograph of the patent marking plate on the example EDS machine is attached to Brian J. Roberts Declaration as Exhibit H. An example Bill of Materials for an EDS machine which includes an entry for the patent label is attached to Brian J. Roberts Declaration as Exhibit I.
6. The manufacturing process for EDS-Q model ITVMs produced at Mason since at least the beginning of 2002 included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. To the best of my knowledge, all EDS-Q model ITVMs produced at Mason since at least the beginning of 2002 were so marked. I am unaware of any EDS-Q model ITVM produced at Mason since at least the beginning of 2002 that was not so marked. The marking plate for the EDS-Q model ITVM was affixed inside the upper front door of the machine, and is visible when the door is opened to load tickets into the machine, although some labels may have been affixed to the back of the machine. A copy of a photograph of an EDS-Q machine assembled at Mason is attached to Brian J. Roberts Declaration as Exhibit J. A copy of a photographs of the patent marking plate on the example EDS-Q machine is attached to Brian J. Roberts Declaration

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as Exhibit K. An example Bill of Materials for an EDS-Q machine which includes an entry for the patent label is attached to Brian J. Roberts Declaration as Exhibit L.

7. The manufacturing process for TTS model ITVMs produced at GTECH's Rhode Island facility included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. The marking plate was affixed on the back of the machine. To the best of my knowledge, all TTS model ITVMs produced by GTECH were so marked. I am unaware of any TTS model ITVM produced at GTECH's Rhode Island facility that was not so marked.
8. The manufacturing process for EDS-Q model ITVMs produced at GTECH's Rhode Island facility included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. To the best of my knowledge, all EDS-Q model ITVMs produced by GTECH were so marked. I am unaware of any EDS-Q model ITVM produced by GTECH that was not so marked. The marking plate was affixed to the back of the machine. A copy of a photograph of a EDS-Q machine assembled at GTECH's Rhode Island facility is attached to Brian J. Roberts Declaration as Exhibit M. A copy of a photograph of the patent marking plate on the example EDS-Q machine is attached to Brian J. Roberts Declaration as Exhibit N.
9. The manufacturing process for GamePoint model ITVMs produced at GTECH's Rhode Island facility included affixing a patent marking plate including the number of U.S. Patent No. 4,982,337. To the best of my knowledge, all GamePoint model ITVMs produced by GTECH were so marked. I am unaware of any GamePoint model ITVM

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produced by GTECH that was not so marked. The marking plate was affixed to the back of the machine.

10. The manufacturing process for CDS model ITVMs produced at Mason since at least the beginning of 2002 included affixing a patent marking labels including the numbers of U.S. Patent Nos. 4,982,337 and 5,222,624. To the best of my knowledge, all CDS model ITVMs produced at Mason since at least the beginning of 2002 were so marked. I am unaware of any CDS ITVMs produced at Mason since at least the beginning of 2002 that was not so marked.
11. The manufacturing process for CDS model ITVMs produced at GTECH's Rhode Island facility included affixing a patent marking plate including the numbers of U.S. Patent No. 4,982,337 and 5,222,624. To the best of my knowledge, all CDS model ITVMs produced GTECH's Rhode Island facility were so marked. I am unaware of any CDS model ITVM produced at GTECH's Rhode Island facility that was not so marked.
12. After Interlott acquired OnPoint's ITVM business in 2001, Interlott manufactured and delivered some OnPoint model ITR-8500 ITVMs using the existing inventory of parts acquired from OnPoint to satisfy OnPoint contracts that were pending when Interlott acquired OnPoint's ITVM business. The ITR-8500 did not include a burster and therefore, to the best of my knowledge, was not marked with U.S. Patent No. 4,982,337. The ITR-8500 showed strips of actual lottery tickets to customers through transparent windows.
13. The manufacturing process for ITR-8500 model ITVMs produced at Mason included affixing a patent marking label including the number of U.S. Patent No. 5,222,624. The

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marking label was affixed to the back of the machine. To the best of my knowledge, all ITR-8500 machines produced at Mason were so marked. I am unaware of any ITR-8500 model ITVM produced at Mason that was not so marked. A copy of a photograph of an ITR-8500 assembled at Mason is attached to Brian J. Roberts Declaration as Exhibit O. A copy of a photograph of the patent marking label affixed to the machine shown is attached to Brian J. Roberts Declaration as Exhibit P. The label shown in the photograph includes the number of U.S. Patent No. 5,222,624, but because of the small type and glossy surface, it was difficult to obtain a clear photograph. An example bill of materials for an ITR-8500 manufactured by Interlott, including an entry for the patent label, is attached to Brian J. Roberts Declaration as Exhibit Q.

14. GTECH and Interlott also manufactured a small number of GameGuard in-counter agent-operated ticket dispensing machines which displayed tickets through windows and used a burster. The manufacturing process for GameGuard at both Mason and GTECH's Rhode Island facility included affixing labels including the patent number of U.S. Patents No. 5,222,624 and 4,982,337. To the best of my knowledge, no GameGuard machines were sold without being so marked.
15. To the best of my knowledge, since at least the beginning of 2002, neither GTECH nor Interlott ever manufactured ITVMs with bursters that were not marked with the number of U.S. Patent 4,982,337.
16. To the best of my knowledge, since at least the beginning of 2002, neither GTECH nor Interlott ever manufactured ITVMs showing strips of actual lottery tickets to customers

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through transparent windows that were not marked with the number of U.S. Patent 5,222,624.

17. Attached as Ex. R to Brian J. Roberts Declaration is a copy of a photographs of another example of a patent marking plate as used on an EDS-Q manufactured in Mason.

I declare, under penalty of perjury, that the foregoing is true and correct.

Respectfully submitted,

Dated: Dec.. 2, 2005


Richard Zimmer

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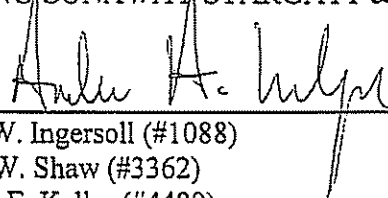
CERTIFICATE OF SERVICE

I, Andrew A. Lundgren, Esquire, hereby certify that on December 2, 2005, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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1201 North Market Street
Wilmington, DE 19801

I further certify that on December 2, 2005, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record.

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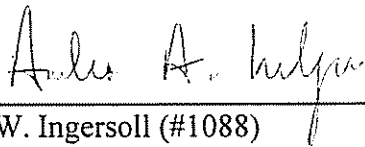
CERTIFICATE OF SERVICE

I, Andrew A. Lundgren, Esquire, hereby certify that on December 9, 2005, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on December 9, 2005, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record.

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